

LAW OFFICES  
**NEAL, GERBER & EISENBERG LLP**

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JAN 11 2006  
RECEIVED

KAREN M. McELLIGATT  
PARALEGAL COORDINATOR  
(312) 269-5686

FAX: (312) 269-1747  
KMCELLIGATT@NGELAW.COM

January 10, 2006

RECORDATION NO. 19091-W FILED

JAN 18 '06

3-28 PM

**VIA FEDERAL EXPRESS**

Surface Transportation Board  
Documents for Recordation  
1925 K. Street, N.W. #700  
Washington, DC 20423

SURFACE TRANSPORTATION BOARD

**Re: Union Tank Car Company  
Trust Indenture Supplement No. 8 (L-12B)  
(UTC Trust No. 1994-A)**

Dear Sir or Madam

Enclosed are two originals and a copy of the document described below which is to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is dated as of January 3, 2006 and is described as follows:

Trust Indenture Supplement No. 8 (L-12B) (UTC Trust No. 1994-A) dated as of January 3, 2006 between U.S. Bank National Association, as successor to State Street Bank and Trust Company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement (UTC Trust No. 1994-A) (L-12B) dated December 15, 1994 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and BNY Capital Resources Corporation, successor to BNY Capital Funding Corp., as Owner Participant, and J.P. Morgan Trust Company, National Association, a national banking association, successor to The First National Bank of Chicago, as Indenture Trustee.

The primary documents to which this is connected is recorded under Recordation No. 19091.

CO Company	GROUP	Mark	Number	Original ETC Cost	Cash Payment	
					Stip Loss %	\$
004	B	PROX	060184	64,254	65.5682722%	42,130
004	B	PROX	060183	64,254	65.5682722%	42,130
004	B	PROX	060182	64,254	65.5682722%	42,130
004	B	PROX	060181	64,254	65.5682722%	42,130
004	B	PROX	060180	64,254	65.5682722%	42,130
004	B	PROX	060179	64,254	65.5682722%	42,130
004	B	PROX	060178	64,254	65.5682722%	42,130
004	B	PROX	060177	64,254	65.5682722%	42,130
004	B	PROX	060176	64,254	65.5682722%	42,130
004	B	PROX	060175	64,254	65.5682722%	42,130
004	B	PROX	060174	64,254	65.5682722%	42,130
004	B	PROX	060173	64,254	65.5682722%	42,130
004	B	PROX	060172	64,254	65.5682722%	42,130
004	B	PROX	060171	64,254	65.5682722%	42,130
004	B	PROX	060170	64,254	65.5682722%	42,130
004	B	PROX	060169	64,254	65.5682722%	42,130
004	B	PROX	060168	64,254	65.5682722%	42,130
004	B	PROX	060167	64,254	65.5682722%	42,130
004	B	PROX	060166	64,254	65.5682722%	42,130
004	B	PROX	060165	64,254	65.5682722%	42,130
004	B	PROX	041680	56,000	65.5682722%	36,718
004	B	PROX	041679	56,000	65.5682722%	36,718
004	B	PROX	041678	56,000	65.5682722%	36,718
004	B	PROX	041677	56,000	65.5682722%	36,718
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004	B	PROX	041668	56,000	65.5682722%	36,718
004	B	PROX	041667	56,000	65.5682722%	36,718
004	B	PROX	041666	56,000	65.5682722%	36,718
004	B	PROX	041665	56,000	65.5682722%	36,718
004	B	PROX	041664	56,000	65.5682722%	36,718
004	B	PROX	041663	56,000	65.5682722%	36,718
004	B	PROX	041662	56,000	65.5682722%	36,718
004	B	PROX	041661	56,000	65.5682722%	36,718
004	B	PROX	041660	56,000	65.5682722%	36,718
004	B	PROX	041659	56,000	65.5682722%	36,718
004	B	PROX	041658	56,000	65.5682722%	36,718
004	B	PROX	041657	56,000	65.5682722%	36,718
004	B	PROX	041656	56,000	65.5682722%	36,718
004	B	PROX	041655	56,000	65.5682722%	36,718
004	B	PROX	041654	56,000	65.5682722%	36,718
004	B	PROX	041653	56,000	65.5682722%	36,718
004	B	PROX	029849	72,205	65.5682722%	47,344
004	B	PROX	029848	72,205	65.5682722%	47,344

**LEASE SUPPLEMENT NO. 8 (L-12B) SCHEDULE A**

EBO Units

NEAL, GERBER & EISENBERG LLP

Surface Transportation Board

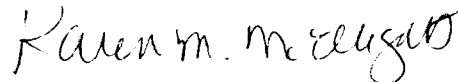
January 10, 2006

Page 3

Please file the enclosed document as a supplement to the filing referred to above and return one original and one copy of the document, stamped to show the filing, to me at the address given herein. Also enclosed is a check in the amount of \$32.00 for the filing fee.

Should you have any questions regarding the enclosures, please contact me.

Very truly yours,

A handwritten signature in cursive script that reads "Karen M. McElligatt".

Karen M. McElligatt  
Paralegal Coordinator

KMM:bl  
Enclosures

cc: Patrick J. Allen, Esq. (w/ encls.)  
Matthew R. Andris (w/o encls.)

Surface Transportation Board  
January 10, 2006  
Page 2

The names and addresses of the parties to the documents are as follows:

Owner Trustee:	U.S. Bank National Association Corporate Trust Services P. O. Box 778 Boston, MA 02102-0778 Attn: Donald E. Smith
Owner Participant:	BNY Capital Resources Corporation 1290 Avenue of the Americas, 29 <sup>th</sup> Floor New York, NY 10104 Attn: Jacqueline Gaddy
Indenture Trustee:	J.P. Morgan Trust Company, National Association, successor to Bank One, N.A. c/o JPMorgan Institutional Services 227 W. Monroe Street, Suite 2600 Chicago, IL 60602 Attn: Janice Ott Rotunno

The Equipment involved in this transaction is more fully described on Schedule A attached to this letter and made a part hereof.

A short summary of the document to appear in the Index follows:

Trust Indenture Supplement No. 8 (L-12B) (UTC Trust No. 1994-A) dated as of January 3, 2006 between U.S. Bank National Association, as successor to State Street Bank and Trust Company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement (UTC Trust No. 1994-A) (L-12B) dated December 15, 1994 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and BNY Capital Resources Corporation, successor to BNY Capital Funding Corp., as Owner Participant, and J.P. Morgan Trust Company, National Association, successor to Bank One, N.A., a national banking association, as Indenture Trustee.

The purpose of the Trust Indenture Supplement No. 8 (L-12B) is to document the termination of the Lease with respect to the EBO Units described on Schedule A to the Lease Agreement attached thereto.

[illegible]

004	B	PROX	015286	59,539	65.5682722%	39,039
004	B	PROX	015285	59,539	65.5682722%	39,039
004	B	PROX	015284	59,539	65.5682722%	39,039
004	B	PROX	015283	59,539	65.5682722%	39,039
004	B	PROX	015282	59,539	65.5682722%	39,039
004	B	PROX	015281	59,539	65.5682722%	39,039
004	B	PROX	015280	59,539	65.5682722%	39,039
004	B	PROX	015279	59,539	65.5682722%	39,039
004	B	PROX	015278	59,539	65.5682722%	39,039
004	B	PROX	015277	59,539	65.5682722%	39,039
004	B	PROX	015276	59,539	65.5682722%	39,039
004	B	PROX	015275	59,539	65.5682722%	39,039
004	B	PROX	015274	59,539	65.5682722%	39,039
004	B	PROX	015273	59,539	65.5682722%	39,039
004	B	PROX	015272	59,539	65.5682722%	39,039
004	B	PROX	015271	59,539	65.5682722%	39,039
004	B	PROX	015270	59,539	65.5682722%	39,039
004	B	PROX	015269	59,539	65.5682722%	39,039
004	B	PROX	015268	59,539	65.5682722%	39,039
004	B	PROX	015267	59,539	65.5682722%	39,039
004	B	PROX	015266	59,539	65.5682722%	39,039
004	B	PROX	015265	59,539	65.5682722%	39,039
004	B	PROX	015264	59,539	65.5682722%	39,039
004	B	PROX	015263	59,539	65.5682722%	39,039
004	B	PROX	015262	59,539	65.5682722%	39,039
004	B	PROX	015261	59,539	65.5682722%	39,039
004	B	PROX	015260	59,539	65.5682722%	39,039
004	B	PROX	015242	58,106	65.5682722%	38,099
004	B	PROX	015243	58,106	65.5682722%	38,099
004	B	PROX	015244	58,106	65.5682722%	38,099
004	B	PROX	015245	58,106	65.5682722%	38,099
004	B	PROX	015246	58,106	65.5682722%	38,099
004	B	PROX	015247	58,106	65.5682722%	38,099
004	B	PROX	015248	58,106	65.5682722%	38,099
004	B	PROX	015249	58,106	65.5682722%	38,099
004	B	PROX	015250	58,106	65.5682722%	38,099
004	B	PROX	015251	58,106	65.5682722%	38,099
004	B	PROX	015252	58,106	65.5682722%	38,099
004	B	PROX	015253	58,106	65.5682722%	38,099
004	B	PROX	015254	58,106	65.5682722%	38,099
004	B	PROX	015255	58,106	65.5682722%	38,099
004	B	PROX	015256	58,106	65.5682722%	38,099
004	B	PROX	015257	58,106	65.5682722%	38,099
004	B	PROX	015258	58,106	65.5682722%	38,099
004	B	PROX	015259	58,106	65.5682722%	38,099
				<u>8,970,204</u>		<u>5,881,608</u>

**147 Current Cars in Leveraged Lease**

<b>147 Original Car Count</b>	8,970,204	65.5682722%	5,881,608
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JAN 18 '06

3-28 PM

**TRUST INDENTURE SUPPLEMENT NO. 8 (L-12B)  
(UTC Trust No. 1994-A)  
(L-12B)**

SURFACE TRANSPORTATION BOARD

This Indenture Supplement No. 8 (L-12B) (UTC Trust No. 1994-A) dated January 3, 2006 (this "Indenture Supplement") between (1) U.S. BANK NATIONAL ASSOCIATION (the "Owner Trustee"), as successor to State Street Bank and Trust Company, not in its individual capacity but solely as trustee under the Trust Agreement (UTC Trust No. 1994-A) (L-12B) dated December 15, 1994 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and BNY Capital Resources Corporation, successor to BNY Capital Funding Corp., as Owner Participant, and (2) J. P. MORGAN TRUST COMPANY, NATIONAL ASSOCIATION, a national banking association, successor to The First National Bank of Chicago, as Indenture Trustee (the "Indenture Trustee");

**WITNESSETH:**

WHEREAS, Section 10.01(a)(i) of the Trust Indenture and Security Agreement (UTC Trust No. 1994-A) (L-12B) dated December 15, 1994 (the "Indenture") between the Owner Trustee and the Indenture Trustee provides for the execution and delivery of Indenture Supplements thereto to correct the description of any property at any time subject to the Lien of the Indenture;

WHEREAS, pursuant to Section 11.01 of the Indenture, the Indenture and the trusts created thereby have terminated with respect to certain Units (the "EBO Units") as a result of the termination of the Lease Term pursuant to Section 22.1 of the Lease; and

WHEREAS, the EBO Units are described in the copy of Lease Supplement No. 8 (L-12B) attached hereto as Exhibit A and made a part hereof, and a counterpart of the Indenture is incorporated by reference herein and made a part hereof to the same effect as if such Indenture were set forth herein.

NOW, THEREFORE, in consideration of the premises hereof and the premises and covenants contained in the Indenture, the Indenture Trustee hereby releases all of its right and interest in and to and its Lien in, on and to the EBO Units as of the date hereof and hereby acknowledges that such EBO Units are no longer subject to the pledge and mortgage of the Indenture.

Capitalized terms used but not defined in this Indenture Supplement shall have the meanings given to them in the Indenture. This Indenture Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed. This Indenture Supplement may be executed by the Owner Trustee and the Indenture Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.




STATE OF MASSACHUSETTS           )  
   ) SS  
COUNTY OF                               )

On this 22 day of December, 2005, before me personally appeared ERSON D. B. NADEN, to me personally known, who being by me duly sworn, says that he is VICE PRESIDENT of U.S. Bank National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My commission expires:

RACHEL M SYLVIA  
NOTARY PUBLIC

  
Notary Public

Notary Public

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this \_\_\_\_ day of \_\_\_\_\_, 200\_\_, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is \_\_\_\_\_ of J. P. Morgan Trust Company, National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

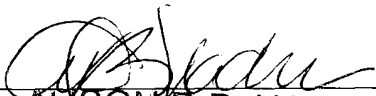
[Notarial Seal]

My commission expires: \_\_\_\_\_

Notary Public

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused this Indenture Supplement to be duly executed by their duly authorized officers, as of the day and year first above written.

U.S. BANK NATIONAL ASSOCIATION  
not in its individual capacity, but solely as  
Owner Trustee

By:   
Name: ALISON D.B. NADEAU  
Title: VICE PRESIDENT

J. P. MORGAN TRUST COMPANY,  
NATIONAL ASSOCIATION, as Indenture  
Trustee

By: \_\_\_\_\_  
Name:  
Title:

)

On this \_\_\_\_ day of \_\_\_\_\_, 200\_\_, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is \_\_\_\_\_ of U.S. Bank National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

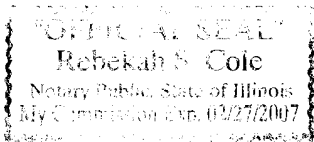
[Notarial Seal]

Notary Public

My commission expires: \_\_\_\_\_

)

On this 22nd day of December, 2005, before me personally appeared JANICE OTT ROTUNNO, to me personally known, who being by me duly sworn, says that he is J.P. of J. P. Morgan Trust Company, National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

Notary Public

My commission expires: 2/27/2007

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused this Indenture Supplement to be duly executed by their duly authorized officers, as of the day and year first above written.

U.S. BANK NATIONAL ASSOCIATION  
not in its individual capacity, but solely as  
Owner Trustee

By: \_\_\_\_\_  
Name:  
Title: -

J. P. MORGAN TRUST COMPANY,  
NATIONAL ASSOCIATION, as Indenture  
Trustee

By: Janice Ott Rotunno  
Name:  
Title: JANICE OTT ROTUNNO  
VICE PRESIDENT

**EXHIBIT A  
TO  
TRUST INDENTURE SUPPLEMENT NO. 8 (L-12B)  
(UTC Trust No. 1994-A) (L-12B)**

**LEASE SUPPLEMENT NO. 8 (L-12B)  
(UTC Trust No. 1994-A) (L-12B)**

Dated January 3, 2006

Between

**U.S. BANK NATIONAL ASSOCIATION,  
as successor to  
STATE STREET BANK AND TRUST COMPANY,  
not in its individual capacity except as expressly  
provided herein but solely as Owner Trustee,**

Lessor

and

**UNION TANK CAR COMPANY,**

Lessee

**LEASE SUPPLEMENT NO. 8 (L-12B)**  
**(UTC Trust No. 1994-A)**

This Lease Supplement No. 8 (L-12B) (UTC Trust No. 1994-A) dated January 3, 2006, between U.S. BANK NATIONAL ASSOCIATION, as successor to State Street Bank and Trust Company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and UNION TANK CAR COMPANY, a Delaware corporation ("Lessee");

WITNESSETH:

WHEREAS, Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement (UTC Trust No. 1994-A) (L-12B) dated December 15, 1994 (the "Lease");

WHEREAS, pursuant to Section 22.1 of the Lease, Lessee exercised its early purchase option on September 28, 2005, to purchase certain Units, which Units are set forth on Schedule A hereto (the "EBO Units"), such purchase to occur simultaneously with the execution hereof;

WHEREAS, upon consummation of the purchase of the EBO Units, the Lease will terminate; and

WHEREAS, the Lessee and Lessor desire to enter into this Lease Supplement to document the termination of the Lease.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Lessor and Lessee hereby agree as follows:

1. Subject to the execution and delivery of Indenture Supplement No. 8 (L-12B) (UTC Trust No. 1994-A) by Owner Trustee and Indenture Trustee releasing the EBO Units from the Lien of the Indenture, the Lessor hereby releases from the Lease the EBO Units from the Lease as of the date hereof.

2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein. Capitalized terms used but not defined in this Indenture Supplement shall have the meanings given to them in the Indenture.

3. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

STATE OF MASSACHUSETTS       )  
  ) SS  
COUNTY OF                             )

On this 22 day of December, 2005 before me personally appeared ANDREW R. MATHIAS, to me personally known, who being by me duly sworn, says that he is VIC PRESIDENT of U.S. Bank National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

RACHEL M. SYLVIA

NOTARY PUBLIC

Notary Public

My commission expires: 01/01/2011

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this \_\_\_\_ day of \_\_\_\_\_, 200\_\_, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is \_\_\_\_\_ of Union Tank Car Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


[Notarial Seal]

Notary Public

My commission expires: \_\_\_\_\_

IN WITNESS WHEREOF, Lessor and Lessee have cause this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

U.S. BANK NATIONAL ASSOCIATION,  
not in its individual capacity but solely as  
Owner Trustee

By:   
Name: ALISON D.B. NADEAU  
Title: VICE PRESIDENT

UNION TANK CAR COMPANY

By: \_\_\_\_\_  
Name: Mark J. Garrette  
Title: Vice President



STATE OF MASSACHUSETTS     )  
  ) SS  
COUNTY OF                                 )

On this \_\_\_\_ day of \_\_\_\_\_, 200\_\_, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is \_\_\_\_\_ of U.S. Bank National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

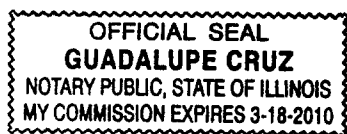
[Notarial Seal]

\_\_\_\_\_  
Notary Public

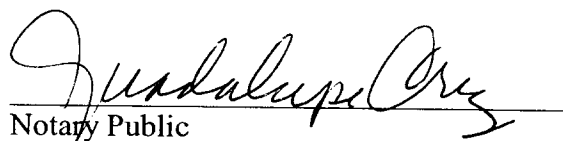
My commission expires: \_\_\_\_\_

STATE OF ILLINOIS                     )  
  ) SS  
COUNTY OF COOK                         )

On this 21st day of December, 2005, before me personally appeared Mark J. Garrette, to me personally known, who being by me duly sworn, says that he is Vice President of Union Tank Car Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

  
\_\_\_\_\_  
Notary Public

My commission expires: 3-18-2010

IN WITNESS WHEREOF, Lessor and Lessee have cause this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

U.S. BANK NATIONAL ASSOCIATION,  
not in its individual capacity but solely as  
Owner Trustee

By: \_\_\_\_\_  
Name:  
Title:

UNION TANK CAR COMPANY

By: Mark J. Garrette  
Name: Mark J. Garrette  
Title: Vice President

**LEASE SUPPLEMENT NO. 8 (L-12B) SCHEDULE A**

EBO Units

<u>CO Company</u>	<u>GROUP</u>	<u>Mark</u>	<u>Number</u>	<u>Original ETC Cost</u>	<u>Cash Payment</u>	
					<u>Stip Loss %</u>	<u>\$</u>
004	B	PROX	060184	64,254	65.5682722%	42,130
004	B	PROX	060183	64,254	65.5682722%	42,130
004	B	PROX	060182	64,254	65.5682722%	42,130
004	B	PROX	060181	64,254	65.5682722%	42,130
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004	B	PROX	060179	64,254	65.5682722%	42,130
004	B	PROX	060178	64,254	65.5682722%	42,130
004	B	PROX	060177	64,254	65.5682722%	42,130
004	B	PROX	060176	64,254	65.5682722%	42,130
004	B	PROX	060175	64,254	65.5682722%	42,130
004	B	PROX	060174	64,254	65.5682722%	42,130
004	B	PROX	060173	64,254	65.5682722%	42,130
004	B	PROX	060172	64,254	65.5682722%	42,130
004	B	PROX	060171	64,254	65.5682722%	42,130
004	B	PROX	060170	64,254	65.5682722%	42,130
004	B	PROX	060169	64,254	65.5682722%	42,130
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004	B	PROX	041677	56,000	65.5682722%	36,718
004	B	PROX	041676	56,000	65.5682722%	36,718
004	B	PROX	041675	56,000	65.5682722%	36,718
004	B	PROX	041674	56,000	65.5682722%	36,718
004	B	PROX	041673	56,000	65.5682722%	36,718
004	B	PROX	041672	56,000	65.5682722%	36,718
004	B	PROX	041671	56,000	65.5682722%	36,718
004	B	PROX	041670	56,000	65.5682722%	36,718
004	B	PROX	041669	56,000	65.5682722%	36,718
004	B	PROX	041668	56,000	65.5682722%	36,718
004	B	PROX	041667	56,000	65.5682722%	36,718
004	B	PROX	041666	56,000	65.5682722%	36,718
004	B	PROX	041665	56,000	65.5682722%	36,718
004	B	PROX	041664	56,000	65.5682722%	36,718
004	B	PROX	041663	56,000	65.5682722%	36,718
004	B	PROX	041662	56,000	65.5682722%	36,718
004	B	PROX	041661	56,000	65.5682722%	36,718
004	B	PROX	041660	56,000	65.5682722%	36,718
004	B	PROX	041659	56,000	65.5682722%	36,718
004	B	PROX	041658	56,000	65.5682722%	36,718
004	B	PROX	041657	56,000	65.5682722%	36,718
004	B	PROX	041656	56,000	65.5682722%	36,718
004	B	PROX	041655	56,000	65.5682722%	36,718
004	B	PROX	041654	56,000	65.5682722%	36,718
004	B	PROX	041653	56,000	65.5682722%	36,718
004	B	PROX	029849	72,205	65.5682722%	47,344
004	B	PROX	029848	72,205	65.5682722%	47,344

[illegible]

004	B	PROX	015286	59,539	65.5682722%	39,039
004	B	PROX	015285	59,539	65.5682722%	39,039
004	B	PROX	015284	59,539	65.5682722%	39,039
004	B	PROX	015283	59,539	65.5682722%	39,039
004	B	PROX	015282	59,539	65.5682722%	39,039
004	B	PROX	015281	59,539	65.5682722%	39,039
004	B	PROX	015280	59,539	65.5682722%	39,039
004	B	PROX	015279	59,539	65.5682722%	39,039
004	B	PROX	015278	59,539	65.5682722%	39,039
004	B	PROX	015277	59,539	65.5682722%	39,039
004	B	PROX	015276	59,539	65.5682722%	39,039
004	B	PROX	015275	59,539	65.5682722%	39,039
004	B	PROX	015274	59,539	65.5682722%	39,039
004	B	PROX	015273	59,539	65.5682722%	39,039
004	B	PROX	015272	59,539	65.5682722%	39,039
004	B	PROX	015271	59,539	65.5682722%	39,039
004	B	PROX	015270	59,539	65.5682722%	39,039
004	B	PROX	015269	59,539	65.5682722%	39,039
004	B	PROX	015268	59,539	65.5682722%	39,039
004	B	PROX	015267	59,539	65.5682722%	39,039
004	B	PROX	015266	59,539	65.5682722%	39,039
004	B	PROX	015265	59,539	65.5682722%	39,039
004	B	PROX	015264	59,539	65.5682722%	39,039
004	B	PROX	015263	59,539	65.5682722%	39,039
004	B	PROX	015262	59,539	65.5682722%	39,039
004	B	PROX	015261	59,539	65.5682722%	39,039
004	B	PROX	015260	59,539	65.5682722%	39,039
004	B	PROX	015242	58,106	65.5682722%	38,099
004	B	PROX	015243	58,106	65.5682722%	38,099
004	B	PROX	015244	58,106	65.5682722%	38,099
004	B	PROX	015245	58,106	65.5682722%	38,099
004	B	PROX	015246	58,106	65.5682722%	38,099
004	B	PROX	015247	58,106	65.5682722%	38,099
004	B	PROX	015248	58,106	65.5682722%	38,099
004	B	PROX	015249	58,106	65.5682722%	38,099
004	B	PROX	015250	58,106	65.5682722%	38,099
004	B	PROX	015251	58,106	65.5682722%	38,099
004	B	PROX	015252	58,106	65.5682722%	38,099
004	B	PROX	015253	58,106	65.5682722%	38,099
004	B	PROX	015254	58,106	65.5682722%	38,099
004	B	PROX	015255	58,106	65.5682722%	38,099
004	B	PROX	015256	58,106	65.5682722%	38,099
004	B	PROX	015257	58,106	65.5682722%	38,099
004	B	PROX	015258	58,106	65.5682722%	38,099
004	B	PROX	015259	58,106	65.5682722%	38,099
				<u>8,970,204</u>		<u>5,881,608</u>

**147 Current Cars in Leveraged Lease**

**147 Original Car Count**

8,970,204 65.5682722% 5,881,608